

EXHIBIT 13

LAW OFFICES

WELTON B. WHANN

PATENT, TRADEMARK & UNFAIR COMPETITION CAUSES

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December 3, 1984

CERTIFIED MAIL

RETURN RECEIPT REQUESTED

Dr. Kenneth H. Blanchard
BLANCHARD TRAINING AND DEVELOPMENT, INC.
2048 Aldergrove Avenue, Suite B
Escondido, California 92025

Dear Dr. Blanchard:

I have been retained by Dr. Paul Hersey to advise him on various legal matters, including his current and past business relationship with you. He has asked that I write to you to propose a solution to a problem which might otherwise lead to litigation.

As you know, Dr. Hersey's book, The Situational Leader, will be published by Warner Books next spring. I understand that you and he have discussed at length the problems you would both suffer if your book, Leadership and the One Minute Manager, were to be published at approximately the same time. I understand further that you and Dr. Hersey entered into an oral agreement this past summer in which you agreed either not to publish or to delay the publication of your book in order to avoid competition with his.

Dr. Hersey continues to believe that it is crucial that both books not be published at the same time in order to avoid destroying the market for them. Therefore, he has asked me to request that you agree not to publish your book until 1986.

I know that you and Dr. Hersey have discussed a number of joint projects which he would still like to pursue with you. You talked about preparing materials relating to SITUATIONAL PARENTING and joint management trade books, including video productions. He firmly believes that if the parties are unable to resolve the dual-publication problem, however, their continued cooperation on such projects would be impossible.

WELTON B. WHANN

Dr. Kenneth H. Blanchard
November 30, 1984
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Moreover, I must tell you that Dr. Hersey would not hesitate to initiate litigation against you, not only to enforce the oral agreement you previously entered into, but also to pursue other grievances which arose during your association with the Center for Leadership Studies, including such acts as misappropriation of proprietary information and other company property.

I cannot overestimate the gravity of this situation. Please let me have your response to this request for a delay in the publication of your book until 1986 within two weeks from the date of this letter. I believe this request is eminently reasonable, and your agreement to it will avoid the necessity for expensive and time-consuming litigation.

Sincerely,

Welton B. Whann

WELTON B. WHANN

WBW:bjs